

PAYMENTS TO INSIDERS AND PROFESSIONALS (Continued)
For the month ended April 30, 1998

PROFESSIONALS				
Name and Relationship	Date of Court Approval	Invoices Received (1)	Invoices Paid	Holdback and Invoice Balances Due
1. Ernst & Young - Auditor, Tax and Financial Consultants to Debtor	1/30/97	\$ -	\$ 698,296	\$ 269,851
2. Latham & Watkins - Counsel to Debtor	1/30/97	45,974	-	76,293
3. Alvarez & Marsal Inc. - Restructuring Consultant to Debtor (2)	1/30/97	209,135	184,849	608,252
4. Sidley & Austin - Bankruptcy Counsel to Debtor	1/30/97	234,062	544,095	521,051
5. Young, Conway, Stargate & Taylor - Delaware Counsel to Debtor	1/30/97	35,887	11,971	37,908
6. Wiley, Rein & Fielding - FCC Counsel to Debtor	1/30/97	32,323	77,274	75,788
7. Koteen & Naftalin - FCC Counsel to Debtor	6/11/97	-	-	3,945
8. Houlihan, Lokey, Howard & Zukin - Advisors to the Creditors' Committee	6/04/97	161,771	131,771	60,000
9. Jones, Day, Reavis & Pogue - Counsel to the Creditors' Committee	4/03/97	34,605	21,349	51,005
10. Morris, Nichols, Arsht & Tunnell - Delaware Counsel to the Creditors' Committee	4/03/97	3,648	3,216	4,559
11. Paul, Weiss, Ruskoff, Wharton & Garrison - FCC Counsel to the Creditors' Committee	4/25/97	997	732	3,535
12. The Blackstone Group LP - Financial Advisors to Debtor	7/10/97	-	-	100,000
13. Gerry, Friend & Sapronov, LLP. - Counsel to Debtor	10/27/97	53,185	88,804	111,493
TOTAL		\$ 811,588	\$ 1,762,360	\$ 1,923,679

(1) Excludes invoices for fees and expenses through April 30, 1998 that were received by the Debtors subsequent to April 30, 1998.

(2) Includes fees and expenses for David R. Gibson, Senior Vice President and Chief Financial Officer (effective June 24, 1997).

ADEQUATE PROTECTION PAYMENTS			
For the month ended April 30, 1998			
NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENTS DUE	AMOUNTS PAID DURING MONTH	TOTAL UNPAID POSTPETITION
The Chase Manhattan Bank - (Interest)	\$ 4,455,806	\$ 4,455,806*	\$ 0

* Payment made on 5/1/98.

QUESTIONNAIRE	YES	NO
For the month ended April 30, 1998		
1. Have any assets been sold or transferred outside the normal course of business this reporting period?		No
2. Have any funds been disbursed from any account other than a debtor in possession account?		No
3. Are any postpetition receivables (accounts, notes, or loans) due from related parties?		No
4. Have any payments been made of prepetition liabilities this reporting period?	Yes	
5. Have any postpetition loans been received by the debtor from any party?		No
6. Are any postpetition payroll taxes past due?		No
7. Are any postpetition state or federal income taxes past due?		No
8. Are any postpetition real estate taxes past due?		No
9. Are any postpetition taxes past due?		No
10. Are any amounts owed to postpetition creditors past due?		No
11. Have any prepetition taxes been paid during the reporting period?	Yes	
12. Are any wage payments past due?		No

If the answer to any of the above questions is "YES", provide a detailed explanation of each item.

Item 4 & 11. The Court has authorized the Debtors to pay certain pre-petition creditors. These permitted pre-petition payments include (i) employee salary and wages; (ii) certain employee benefits and travel expenses; (iii) certain amounts owing to essential vendors; (iv) trust fund type sales and use taxes; (v) trust fund payroll taxes; (vi) property taxes; (vii) customer refunds; and (viii) customer rewards.

Item 5. During 1997, the Debtors drew down \$47 million of borrowings and repaid \$37 million under the DIP facility with The Chase Manhattan Bank, as agent for the lenders thereunder. During January and February, 1998 the Debtors repaid an additional \$10 million. As of April 30, 1998 there were no funded borrowings under the DIP facility and a \$0.5 million letter of credit issued in 1997 remained a contingent obligation of the Debtors under the DIP facility.

INSURANCE**For the month ended April 30, 1998****There were no changes in insurance coverage for the reporting period.****PERSONNEL****For the month ended April 30, 1998**

	Full Time	Part Time
1. Total number of employees at beginning of period	3,329	34
2. Number of employees hired during the period	10	72
3. Number of employees terminated or resigned during the period	42	16
4. Total number of employees on payroll at end of period	3,297	90

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
MobileMedia Communications,)	Case No. 97-174 (PJW)
Inc., <u>et al.</u> ,)	
)	(Jointly Administered)
Debtors.)	

**ORDER UNDER SECTION 363 OF THE BANKRUPTCY CODE AUTHORIZING
THE DEBTORS TO UNDERTAKE THE CONSTRUCTION OF A
NATIONWIDE TWO-WAY NARROWBAND PCS NETWORK**

Upon the motion dated April 22, 1998 of MobileMedia Corporation, a Delaware corporation ("MobileMedia"), MobileMedia Communications, Inc., a Delaware corporation ("Communications"), and the subsidiaries of Communications, each a debtor and debtor-in-possession herein (collectively, the "Debtors"), for an order authorizing the Debtors to undertake the construction of a nationwide two-way narrowband PCS network (the "Motion"); and upon the Declaration of Joseph A. Bondi in support of the Motion (the "Bondi Declaration"); and proper notice having been given; after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Debtors be, and hereby are, authorized to undertake the construction of a nationwide two-way narrowband PCS network as described and set forth in the Motion, and it is further

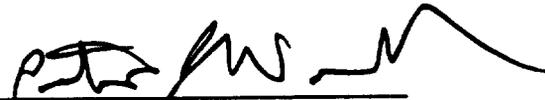
ORDERED, that the Debtors be, and hereby are, authorized to enter into such agreements as are necessary for the construction of such network; provided that such agreements, in the aggregate, do not obligate the Debtors to pay more than \$16 million to third-

party vendors thereunder and provided further that such agreements, in the aggregate, do not obligate the Debtors to pay more than \$12.68 million during calendar year 1998; and it is further

ORDERED, that the Debtors shall make further application to the Court when it becomes necessary to seek authority to enter into additional agreements contemplated by the Motion.

Dated: Wilmington, Delaware

May 12 1998

A handwritten signature in black ink, appearing to read "Peter J. Walsh", written over a horizontal line.

The Honorable Peter J. Walsh
United States Bankruptcy Judge